

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
BUFFET PARTNERS, L.P., et al,	§	Case No. 14-30699-11
	§	
Debtors.	§	(Jointly Administered)

**ORDER GRANTING  
JOINT MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS AND THE DEBTORS FOR ORDER APPROVING COMPROMISE  
OF CONTROVERSIES IN ACCORDANCE WITH THE TERM SHEET**

Upon consideration of the motion (the “*Motion*”)<sup>1</sup> of the Official Committee of Unsecured Creditors (the “*Committee*”) of the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”) and the Debtors for entry of an order approving the Term Sheet in the form annexed as Exhibit A to the Motion and approving the compromise of controversies between the Committee, on the one hand, and the Debtors, the

---

<sup>1</sup> Capitalized terms not defined herein shall have the meanings used in the Motion.

Buyer and the Secured Lender Parties, on the other hand, pursuant to Bankruptcy Rule 9019; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and (c) notice of the Motion and the hearing was sufficient and proper; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing to the Court that the Motion should be approved, it is HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. All objections to the Motion (or any portion thereof) and/or the entry of this Order that have not been withdrawn, waived or settled, and all reservations of rights in connection with the Motion, are hereby overruled.
3. The Term Sheet (including, without limitation, each and every (i) release; (ii) exculpation; and (iii) covenant not to sue, each of the foregoing as set forth in Exhibit A thereto (collectively, the “**Release**”), which is incorporated herein by this reference, is approved in its entirety and shall be effective according to its terms as if set forth fully in this Order.
4. The Debtors are hereby authorized and directed to perform their obligations arising under the Term Sheet and this Order.
5. The Term Sheet may be amended without further Court order with the prior written consent of the Debtors, the Secured Lender Parties and the Committee so long as such amendment does not adversely affect the benefits provided to administrative claimants, priority claimants and unsecured creditors thereunder.

6. The Debtors, the Committee, and the Secured Lender Parties are authorized to take such steps as may be necessary or appropriate in order to implement the terms of the Term Sheet and this Order.

7. This Order and the Term Sheet shall be binding upon the parties referenced in the Term Sheet, any trustees appointed in these chapter 11 cases, any trustees appointed in any subsequent chapter 7 cases relating to the Debtors, and all other parties-in-interest in accordance with and subject to the terms of the Term Sheet.

8. Notwithstanding Bankruptcy Rule 6004(h) to the extent applicable, the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

9. This Court shall retain jurisdiction and power with respect to all matters arising from or related to the implementation of this Order.

### END OF ORDER ###

MHDocs 5020452\_1 14559.1